

No. of Certificate } _____

225289

[C.A. 1.]
21-3-27.

COMPANIES ACTS, 1908 to 1917.



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as The Guildford Diocesan Board of

Parish

REGISTERED

234900

Limited.

22 OCT 1927



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, FIRCHIN LANE, AND 49, PARLIAMENT STREET, LONDON,
AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by

F. FLUX LEA TTD & PEIGHECUR,
88, GRACECHURCH STREET, E.C. 3



I Thomas Frank Neighbour

of 88, Gracechurch Street in the City of London

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the High Court engaged in the formation

(a) Here insert:
"A Solicitor of the High Court engaged in the formation."
or
"A director [or Secretary] named in the Articles of Association."

of the Guildford Diocesan Board of Finance

RAF Limited, and That all the requirements of the Companies (Consolidation) Act, 1908, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1935."

Declared at 88 Gracechurch Street
in the City of London

the 11 day of October

one thousand nine hundred and twenty seven.

Before me,

Rehner

Thos. F. Neighbour

205289



THE WILDFORD DIOCESAN BOARD OF FINANCE.

We the undersigned hereby consent to act as members
of the Committee of The Wildford Diocesan Board of
Finance.

John Gurdford.

Arnold P. Blackwelder. —

Wm. Gifford. —

Thos. F. Light. —

Stanley Wachen. —

Payet M. Bowman. —

Ed. South Ireland. —

Thomas Skene. —

A. J. G. W. K. W. —

J. du V. Brandon. —

J. H. Wenham. —

Edward Newill. —

Joseph J. W. Huxley. —

E. J. V. V. V. —

Rev. F. Rowland.

Geo. J. Tibberd.

W. B. Anson.

W. H. Curran.

D. W. Barclay.

Mr. H. G. G.

Mr. J. G. G.

2

Frank D. Aetard
Ralph Sharrish

George W. Aetard
Edmund H. Johnson —

W. H. Gordon Clark

W. H. Lacey —

Kenneth M. Morrison

A. I. Smith

H. H. Mansfield

Joe Wheeler

10th Nov. 1927

Ronald, Irvine 14. 10. 27.

Sub no / 11

Price Twopence.

Certificate No. 225289

3

Form No. 43.

“THE COMPANIES (CONSOLIDATION) ACT, 1908.”



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

List of the Persons who have consented to be Directors of the

The Guildford Diocesan Board of Finance Limited,

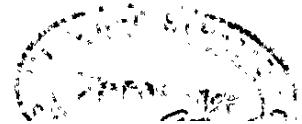
to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).

REGISTERED
234901
22 OCT 1927

Presented for Filing

by **E. FLUX LEADBITTER & FEIGHEOUR,**
88, GRACECHURCH STREET, E.C. 3.



To the Registrar of Joint Stock Companies.

(a) Here insert "1" or "No."

(a) We, the undersigned, hereby give you notice, pursuant to s. 72 (2) of the Companies (Consolidation) Act, 1908, that the following persons have consented to be Directors of the

Guildford Diocesan Board of Finance Limited.

Name	Address	Description
The Right Rev. the Lord Bishop of Guildford	Lloyds Bank Chambers, Guildford.	Archdeacon of Surrey
Donald Edward Blackburne	Winton Prior, Compton, Guildford	Chartered Accountant
Fredrick Mackey Fortlett Lintott +	The Croft, Woking, Surrey.	Solicitor
Thomas Frank Apleghous	Binton Barn, near Farnham.	Manufactures.
Stanley Machin +	6 Leve, Oatlands Chase, Weybridge	Rector of St. Peter.
Reginald Messyn Bowman Barant +	St. Peter Rectory, Guildford.	Deac of Gray's Inn.
Edward Hall Ireland	The Vicarage, Gray's Inn, London.	Clerk in Holy Orders.
Fredrick Norman Skene +	Albury Rectory, Guildford.	Barrister at Law.
William Sydney Dixon	Summersham, Shalford, Guildford.	Clerk in Holy Orders.
John du Vallon Brunton +	The Vicarage, Cobham, Surrey.	Gentleman.
John Henry Wenham +	Witley Manor, Witley, Surrey.	Clerk in Holy Orders.
Edward Joseph Sewill +	The Vicarage, Dorking, Surrey.	Gentleman.
George Thomas Scott Stuckey +	Dropmore, Thonthead, Farnham.	Gentleman.
Edward James Nanson	Lapperton, Caslake, nr. Guildford	General. G. M. G.
Fredrick Thornhill Ravenhill -	Shudleigh, Farnborough, Hants.	Civil Servant.
George Jackson Hibbard -	65, St. Michaels Road, Aldershot.	Publisher.
Walter Harrison	The Grove, Guildford, Surrey.	Baron.
Robert Moncrieff Burwen -	The Vicarage, Cranbury " "	Clerk in Holy Orders.
Robert Wyvill Barclay -	Bury Hill, Dorking	Clerk in Holy Orders.
Mark Gubton Humphreys Collet -	Farnham Vicarage, Farnham.	Captain.
Herbert John Myers Tringham -	Long Cross Vicarage, Betchley.	Chartered Accountant.
Francis Edward Dyce Ireland -	Walswood, Banstead, Surrey.	H. B. E.
Ralph Stewart Mignish	Uplands, Cobham, Surrey.	Barrister at Law.
George Milner Walker -	Dawley, Heathside Road, Woking.	J. P.
Edward Henry Inghwell -	Bosworth, Puttenham, Guildford	J. P.
Henry Herbert Gordon Clarke -	Nickleham Hall, Dorking Surrey.	Merchant.
Edwina Edward Halsey -	Leavesley, Worplesdon, nr. Guildford.	H. B. E.
Hennet Mead Macmorahan -	Elbe Cottage, Windlesham, Surrey.	Barrister at Law.
R. D. Somers-Smith -	Burley, Walton-on-Thames	J. P.
James John Wheeler -	Holmwood, Osborne Rd. South Farnborough.	Civil Servant.
Harold Roseworthy -	Wesley Manor, Godalming, Surrey.	Bank Manager.
Ronald John Berlesford Irwin -	Guildford Division Office, Guildford.	Clerk in Holy Orders.
John Henry Inghwell	Guildford, Surrey.	

THIS PAGE IS TO BE RESERVED FOR BINDING.

Signature, Address, and Description of Applicant for Registration.

L. P. C. L. W. H. G.
 88, Gracechurch Street,
 E. C. 3.
 Solicitors.

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 20 of the Companies (Consolidation)
Act, 1908.

WHEREAS it has been proved to the Board of Trade that
"THE GUILDFORD DIOCESAN BOARD OF FINANCE"

which is about to be registered under the
Companies Acts, 1908 to 1917, as an Association limited by guarantee, is
formed for the purpose of promoting objects of the nature contemplated by
the 20th Section of the Companies (Consolidation) Act, 1908, and that it is
the intention of the said Association

that the income and property of the Association whencesoever derived shall
be applied solely towards the promotion of the objects of the Association as set
forth in the Memorandum of Association of the said Association

and that no portion thereof shall be
paid or transferred, directly or indirectly, by way of dividend or bonus or
otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
Association

as subscribed by Fourteen members thereof on the Thirtieth day
of September 1927, do by this their licence direct
"THE GUILDFORD DIOCESAN BOARD OF FINANCE"

to be registered with limited liability, without the addition of the word
"Limited" to its name.

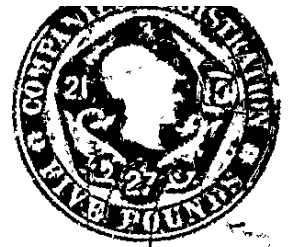
SIGNED by order of the Board of Trade, this Fifth day
of October 1927.



Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.



225289



THE COMPANIES ACTS, 1908 to 1917.

inside

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

— OF —

REGISTERED
234902
22 OCT 1927

The Guildford Diocesan Board of Finance.

1. The name of the Company (hereinafter called "the Board") is "THE GUILDFORD DIOCESAN BOARD OF FINANCE."

2. The Registered Office of the ^{Company} Board will be situate in England.

3. The objects for which the ^{Company} Board is established are:—

(a) To promote, aid and further the work and purposes of the Church of England (hereinafter called "the Church") in the Diocese of Guildford (hereinafter called "the Diocese") as at present constituted or as hereafter it may be constituted and with that object to raise, organise, co-ordinate, provide, administer and apply funds in aid of such work and purposes and in particular (but without restricting the general objects) to assist by grants or payments of money or otherwise all or any of the following departments of Church work.

(1) Training for the Ministry of the Church;

(2) Maintenance of the Clergy and other persons connected with the Ministry and work of the Church;

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- (3) Provision of pensions for and the support, assistance and benefit of Ministers, Teachers and Workers of the Church and of persons who have previously held any such positions and of their widows, children and dependents;
 - (4) The provision of sites for and the erection, purchase, equipment, maintenance, insurance and repair of Churches, Bishops' Residence, Vicarages, Clergy Houses, Mission Halls and buildings of all kinds used or to be used for the purposes of or in connection with the work of the Church;
 - (5) Endowments;
 - (6) Religious education;
 - (7) Rescue and Preventive work;
 - (8) The maintenance and upkeep (including Insurance) of Farnham Castle and/or Farnham Park in accordance with the provisions of any scheme for the use and disposal thereof approved by the Ecclesiastical Commissioners and confirmed by His Majesty in Council;
 - (9) Expenses of organisations or works carried on wholly or in part by the Board or by the Central Board of Finance of the Church with such additions to the Departments aforesaid as from time to time may be expedient for the furthering of the work and influence of the Church.
- (b) Subject as to land to the provisions of Section 19 of the Companies (Consolidation) Act 1908, to acquire, purchase, accept, hire, hold, manage, sell, mortgage, charge, let and otherwise deal with or dispose of any real and/or personal property for any of the Board's purposes and to apply by special appropriation or otherwise any of such property and the proceeds and also the income thereof subject to any existing trust or appropriation in promoting, carrying on and furthering such purposes.
- (c) Subject as aforesaid to accept property of every kind and in any form, whether real or personal, to be held by the Board upon any trust connected with Church or any of its work and in particular

- (1) Upon any special trusts whether such trusts are then already in existence or are, or are to be newly created; or
- (2) As bare or passive or custodian trustees; or
- (3) Upon a general trust for any of the objects for which the Board is established and so that the Board may act in relation to any such trust as aforesaid either as original trustees or as new trustees of a trust already existing and so that the Board may act as trustees alone or jointly with any other person or persons or body and may resign and retire from any such trust and may make all applications to the Court and take all such proceedings and opinions as they may be advised.
- (d) To aid and assist pecuniarily or otherwise all or any missions, schools, colleges, institutions, homes, clubs, organizations, societies, trusts and charities now existing or hereafter to exist in connection with the furtherance of the work of the Church within the Diocese.
- (e) To contribute to or bear the expenses of any prosecution or proceedings under the Clergy Discipline Act 1892 or any Act passed or which may be passed for the control or discipline of the Clergy of the Church (not being on the ground of doctrine or ritual or touching the faith, sacraments, ornaments or worship of the Church or concerning the interpretation of the rubrics, canons or ordinances of the Church) unless and until there shall be modification or alteration of the law or effective regulations in this respect, or of any action or proceeding in any Court for the protection of any Church property or rights within the Diocese or in respect of any dilapidation or waste thereof.
- (f) To exercise any powers which may be entrusted to the Board of appointing managers, treasurers, trustees, auditors, inspectors, examiners or other officials of any such missions, schools, colleges, institutions, homes, clubs, organisations, societies, trusts or charities as are hereinbefore referred to.
- (g) To nominate any persons or person to act as an executive council or committee or committees or as trustees or trustee for the Board for any of its purposes and to delegate to any person or persons any powers, authorities or discretions vested in the

Board with power to sub delegate and so that any such nomination or delegation may be made on such terms as to payment or otherwise or upon such conditions as to the Board may seem appropriate.

- (h) To act as a committee of and to carry on or superintend the financial work of the Diocesan Conference of the Diocese in such manner as the Conference shall from time to time direct and also to act as a consultative and advisory body within the Diocese to which all bodies within the Diocese (or connected therewith) carrying on any branch of the work of the Church may look for advice, guidance and assistance, and also to appoint arbitrators and referees to decide any questions on which the advice or guidance of the Board is desired.
- (i) To remunerate officers, clerks and servants of the Board, to make payments for insurance on their behalf and to make provision for any person or the widow or dependents of any person who has been in the employment of the Board.
- (j) To invest any moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales in or upon any investments authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to moneys subject to the said jurisdiction. And subject to the provisions aforesaid to invest any moneys of the Board not immediately required for its purposes upon such investments whether authorised by law for the investment of trust funds or not, and in such manner as the Board may think fit or to place same on deposit (fixed or otherwise) with any bank.
- (k) To borrow any moneys required for the purposes of the Board or any of them, either with or without security.
- (l) Subject to the provisions of Clause 4 hereof to transfer to any person or persons, society or corporation any property vested in the Board if it shall be thought that by so doing the objects of the Board will be advanced thereby.
- (m) To solicit, collect, receive and administer money and funds for any of the purposes aforesaid, and to issue appeals and advertisements for money and assistance and to collect, publish

and circulate statistics and other information, and in particular to maintain and carry on the Diocesan Fund by means of Deanery or Parochial contributions or assessments.

- (n) To pay out of the funds of the Board, or out of any particular part of such funds, all expenses of or incident to the formation of the Board or of the Diocesan Conference or of administering any special trust or of publishing any Diocesan magazine or calendar, or publication, or of carrying out any of the objects herein specified.
- (o) To promote or oppose legislative or other measures affecting or likely to affect any of the objects or work of the Board, or any body of persons, the aid or benefit of which is within the objects of the Board, and if thought desirable to join with any persons or bodies in so doing.
- (p) Subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908, to hire, purchase, or otherwise acquire and hold any houses, buildings or premises in or upon which to carry on the business or other works of the Board, and to build, maintain, improve, alter, furnish and provide for any houses, buildings, offices, or works necessary or convenient for the purposes of the Board.
- (q) So far as the law may allow to take over and manage, lease, sell, mortgage, or otherwise deal with any glebe land, tithe rent charge or other Ecclesiastical property.
- (r) In case any part of the Diocese be at any time severed from the remainder thereof to transfer to any corporation, persons or person any property of the Board held for the maintenance, support, or extension of any charity related to or connected wholly or partly with such severed part.
- (s) To do all such lawful acts and things as are incidental or conducive to the attainment of the above objects, and in particular such further acts and things as the Diocesan Conference of the Diocese may think necessary or expedient in view of the requirements of the Diocese. Provided that the words "the Church" as used herein and in any Articles of Association or other regulations of the Board for the time being in force shall mean the Church of England as now established by law, and

if at any time hereafter the said Church shall cease to be by law established then and from thenceforth "the Church" shall mean the Church in communion with the See of Canterbury.

Provided also that the Board shall not support with its funds any object or endeavour to impose on, or procure the observance by its members or others any regulation, restriction or condition which, if an object of the Board, would make it a trade union.

Provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Board of Education or the Charity Commissioners for England and Wales, the Board shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Board and trustees or managers appointed by the Board shall be chargeable only for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members, trustees or managers have been if no incorporation had been effected; and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice, the Board of Education, or the Charity Commissioners over such members, trustees or managers, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated.

In case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the ^{Company} Board whencesoever derived shall be applied solely towards the promotion of the objects of the Board as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Board. Provided that nothing herein contained shall prevent the pay-

ment in good faith of reasonable and proper remuneration to any officer or servant of the Board or to any member of the Board in return for any services actually rendered to the Board; nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Board; but so that no member of any Committee or Council or Sub-Committee of the Board and (until a Special Council or Committee is established) no member of the Board shall be appointed to any salaried office of the Board or any office of the Board paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Board to any member of any such Committee or Council or Sub-Committee as aforesaid, or (until a Special Council or Committee is established) to any member of the Board except the repayment of out of pocket expenses properly incurred (including reasonable travelling expenses incurred in attending the National Assembly or attending meetings for or on behalf of the Board or of any Council which may be set up by the Board or of any Committee or Committees thereof) nor any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Board may be a member, or to any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided also that (subject as hereinafter provided) nothing herein contained shall prevent the payment in good faith to Clerical members of the Board of grants and pensions in accordance with the objects of the Board as set forth in this Memorandum of Association.

Provided further that (a) unless and until an executive council of the Board shall be set up for the management and control of the affairs of the Board, the members for the time being in receipt of any such grant or pension shall never exceed one-fifth of the total number of the members of the Board; (b) after any such executive council of the Board shall have been set up not more than one-fifth of the Members thereof shall be entitled to any such grant or pension; (c) no Clerical member of any committee or committees for the time being charged with the duty of making or recommending such grants or pensions as aforesaid shall be entitled to receive any such grant or pension; (d) no member to whom any such grant or pension shall be made or paid shall in any circumstances take part in the discussion or vote or be present at the time of voting at any meeting of the Board, or of any executive council of the Board which may be set up, or of any committee of the Board at which the question of making, paying or recommending any such grant or pension as aforesaid shall come up for discussion, consideration or decision.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade. WF

6. The 4th and 5th paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the ^{Company} Board in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7. The liability of the members is limited.

8. Every member of the ^{Company} Board undertakes to contribute to the assets of the ^{Company} Board in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the ^{Company} Board contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves such amount as may be required, not exceeding £1.

9. If upon the winding up or dissolution of the Board there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Board, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Board, and which prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Board, and the matter in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Board; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Board for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Board shall be examined, and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

Signatures,	Names, Addresses and Descriptions of Subscribers.
Lieut. E. Blackburne. —	writing Drums. Comptrolr. circulation of sums.
A. J. Lintott —	The Croft, Woking Chartersd Accountant.
Edmund H. Tulkens —	Berthorpe Pattenham Guildford I.P.
Stanley Machin —	Sleeve- weavers } Manufacturers
Paget M. Bonman —	Shere Rectory. Rector of Shere.
R. South Ireland —	The Vicarage Epsom - Middlesex Vicar of Bramble
Thomas Skenel —	Albury Rectory, Guildford. Clerk - Holy Orders
W. S. May Dixon —	Surrey Vicar, Shafted, Guildford Parishes - St. Leon.
E. W. Branton —	Cobham Vicarage. Clerk in Holy Orders.
J. H. Wenham. —	Witley Manor, Witley Gentlemen
Edward Hewitt —	Dorking Vicarage Surrey Clerk in Holy Orders.
Frederic J. Scott Huxley —	St. Andrew's Farnham Surrey Fentleman
E. J. Nanson —	Suffernon Peckham Guildford Fentleman
L. E. Harey —	Gossey. Worplesdon W. Guildford K.B.S.

Signatures.	Names, Addresses and Descriptions of Subscribers.



THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

Articles of Association

— OF —

The Guildford Diocesan Board of Finance.

REGISTERED
234903
22 OCT 1927

INTERPRETATION.

1. In the interpretation of these Articles, unless inconsistent with the subject or context:—

“The Board” means the Guildford Diocesan Board of Finance.

“Member” means member of the Board.

“Diocese” means Diocese of Guildford for the time being of the Church of England.

“The Bishop” means the Bishop for the time being of the Diocese.

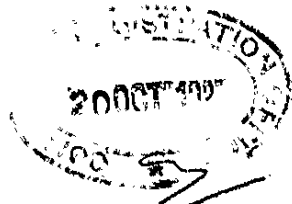
“The Church” means the Church of England as defined in the Memorandum of Association.

“Conference” means Diocesan Conference of the Diocese of Guildford.

“The Secretary” means the Secretary for the time being of the Board, and any temporary substitute for him, whether honorary or not, appointed by the Board.

“Month” means calendar month.

Words importing the singular include the plural, and words importing the masculine gender include the feminine, and *vice versa*, unless such meaning is repugnant to the context.



CONSTITUTION.

2. For the purpose of registration the number of members is declared not to exceed 35. The Board may register an increase of members whenever the conference may consider it requisite to do so.

3. The following persons (not being more than three in number) shall be ex officio members, and entitled to vote at meetings of the Board:—

(a) The Bishop.

(b) The Archdeacons or Archdeacon of the Diocese, with their or his consent respectively.

4. The other members entitled to vote at meetings of the Board shall not (unless and until an increase of members is registered) exceed 30 in number, of whom 24 shall be elected by the Ruridecanal Conferences of the Diocese as follows, viz.:—

Each of the eight Ruridecanal Conferences within the Diocese shall elect three representatives (hereinafter referred to as "elected members"), of whom not less than two shall be laymen and not less than two shall be members of the Diocesan Conference. Elected members shall be resident within the Deanery, but (subject as aforesaid) shall not be of necessity members of the Ruridecanal Conference which elects them. Election to the Board shall *ipso facto* constitute an elected member a member ex officio of the Ruridecanal Conference which elects him.

The remaining six members (hereinafter referred to as "nominated members"), of whom not less than three shall be laymen, shall be nominated by the Bishop.

All members of the Board must be members of the Church.

5. The elected and nominated members shall be elected or nominated at the same time and for the same period as the members of the Conference. Resignation shall be effected by written notice given to the Secretary by the person desiring to resign of his intention in that behalf.

6. Vacancies among the elected members occurring by death or resignation shall be filled by the Ruridecanal Conference, by which such deceased or retiring member was elected. A member so elected shall be elected only for the residue of the period for which the deceased or retiring member was elected.

7. Vacancies among nominated members may at any time be filled by the Bishop.

8. Every member shall be eligible for re-election or re-nomination, and an elected member shall be eligible for nomination and a nominated member for election, and every member shall, except in the case of resignation, remain a member until his successor is appointed.

9. If any member elected as being a member of the Diocesan Conference shall cease to be a member of the Conference he shall be deemed to have resigned his membership of the Board.

10. It shall be a condition precedent to membership that every elected or nominated member shall sign either the register of members or a written consent to become a member.

EXECUTIVE.

11. The affairs of the Board shall be managed by a committee or council of management, either special or general. The persons referred to in Clause 3 hereof and the signatories to the Memorandum of Association shall be the first special committee, and shall continue in office until the first general meeting of the Board.

12. At the first general meeting the Board may resolve either to elect a special committee or council or to constitute itself a general committee of management. In the former case the special committee or council shall consist of such number of the members as the Board may decide, but so that the majority of the committee or council shall be laymen.

13. At every succeeding ordinary general meeting the Board may exercise the like option. Members of a special committee or council shall hold office until the next ordinary general meeting, and shall be eligible for re-election.

14. Any casual vacancy occurring in a special committee or council may be filled up by the committee or council.

15. If any member of a special committee or council shall become bankrupt or of unsound mind, or cease to have a place of residence in the Diocese or cease to be a member of the Board, or shall signify in writing to the chairman of the committee or council his desire to retire he shall thereupon cease to be a member of the committee or council.

16. A special committee or council may exercise all such powers of the Board as are not by Statute or by these Articles expressly required to be exercised by the Board in general meeting, subject nevertheless to such lawful regulations, standing orders, rules, bye-laws and restrictions as may theretofore have been prescribed by the Board in general meeting.

17. Without prejudice to the provisions hereinbefore contained the Board may appoint sub-committees to consist of such persons as the Board may determine, and may make bye-laws or rules for the government of such sub-committees, and may delegate to any such committee any of the powers of the Board. Provided always that a majority of the members of every sub-committee shall at all times be members of the Board.

18. All acts done by the Board or by any committee or council or sub-committee duly appointed shall notwithstanding the existence of some disqualification or some defect in the appointment of any member of such Board, committee or council or sub-committee, or the existence of any vacancy therein respectively be as valid as if such disqualification, defect or vacancy had not existed.

19. The Bishop shall be ex officio a member of every such committee or council, or sub-committee.

APPOINTMENT OF OFFICERS.

20. The Board may appoint, and at their discretion, remove or suspend such officers, secretaries, treasurers, accountants, clerks, agents and servants, for permanent, temporary, or special services as the Board from time to time think fit, and determine their duties, and subject to the provisions of the Memorandum of Association, fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

REGULATIONS.

21. The Board may from time to time make, vary, and repeal regulations, standing orders, rules and bye-laws for the regulation and conduct of the business and affairs of the Board, its committees, officers, servants and the members or any section thereof, but so that such regulations, standing orders, rules and bye laws shall not be inconsistent with the regulations of the Board contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by a special resolution and in accordance with Clause 5 of the Memorandum of Association.

MEETINGS OF THE BOARD.

22. The first meeting of the Board shall be held at a date not being less than one month nor more than three months from the date of the registration of the Board, and at a place to be determined by a majority of the subscribers of the Memorandum of Association.

23. Subsequent meetings shall be held once in every year, at such time, not being later than 15 months after the date of the preceding meeting, and at such place as the Board may from time to time determine.

24. The above-mentioned meetings shall be called ordinary meetings. All other meetings shall (subject as hereinafter mentioned) be called at such intervals as the Board shall determine.

25. The Bishop may, whenever he thinks fit, in writing convene a meeting of the Board, and a meeting shall be convened by the Secretary at any time on the request of the Chairman of the Board, or upon the requisition in writing of five members of the Board. Every such requisition shall express the object of the meeting proposed to be called, and shall be left with the Secretary, and thereupon a meeting shall be convened by the Secretary to be held within 21 days from the date of the receipt of such requisition. In the event of a vacancy in the office of Secretary, or should the Secretary neglect to convene such meeting, the requisitionists, or a majority of them, may themselves summon a meeting, and the provisions of Section 66 of the Companies (Consolidation) Act, 1908, shall, *mutatis mutandis*, apply and be observed.

26. Nine members personally present shall form a quorum at a meeting of the Board.

27. Seven days' notice at least, specifying the place and time of every meeting of the Board, and the general nature of the business to be transacted thereat, shall be sent to each member, but the accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any such meeting.

28. Any member may on giving to the Secretary not less than 14 days' notice in that behalf, submit any resolution to a meeting of the Board, and notice thereof shall be given to the members by the Secretary.

29. The Board shall from time to time elect a chairman, who shall be a layman, and may elect a vice-chairman of the Board, and determine the period for which they respectively shall hold office.

30. At any meeting of the Board:--

(a) The chairman of the Board, if present, shall be chairman of meetings of the Board, and if he shall not be present the vice-chairman (if any) if present shall be chairman, and if there be no vice-chairman, or if there being a vice-chairman he also be not present, the members present at the meeting shall elect a chairman of the meeting from amongst their number.

(b) No business shall be transacted at a meeting of the Board except such as shall be specified or indicated on the notice convening the meeting and matters arising thereout, and such other matters (if any) as shall be specified in that behalf in any regulations, standing orders, rules or bye-laws made by the Board, for the time being in force.

(c) No business shall be transacted unless the prescribed quorum is present. If at a meeting of the Board there is not a quorum, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day, not being less than 8 days nor more than 28 days after the meeting, and at such place as the chairman of the meeting shall decide, but if at such adjourned meeting a quorum of members shall not be present, the members present shall form a quorum.

(d) Every meeting of the Board, with the consent of the majority of the persons present and entitled to vote, may be adjourned from time to time and from place to place, but only the business left unfinished shall be transacted at any adjourned meeting.

(e) Every question (except such matters as must be dealt with by special or extraordinary resolution, or as by the regulations, standing orders, rules or bye-laws for the time being in force, require some other majority) shall be decided by a majority of the members present and voting. The chairman of a meeting shall have a second or casting vote, whether on a show of hands or on a poll.

(f) Subject as mentioned in Clause (e) hereof, every member shall have one vote and one vote only. No vote shall be given by proxy, nor shall any member or members be entitled to demand a poll, except at a meeting at which an extraordinary resolution is submitted to be passed or a special resolution is submitted to be passed or confirmed, in which case a poll may be demanded by any three members. The chairman at a meeting shall be the sole and absolute judge of the validity of any vote tendered. If a poll is duly demanded it shall be taken at such time and place and in such manner as the chairman shall determine, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

31. Minutes of the proceedings of all meetings of the Board shall be recorded in books to be kept for the purpose, and shall be signed by the chairman of the meeting, or of the meeting at which the minutes are read and confirmed, and every such minutes purporting to be so signed shall be *prima facie* evidence of the facts stated therein.

32. Any ordinary resolution of the Board may be rescinded by a resolution of the Board passed at any two subsequent meetings, upon due notice, as hereby provided, being given of the proposal to rescind.

SEAL AND ACCOUNTS.

33. The Board shall provide a Common Seal for the Board, which shall always be deposited at the Registered Office. Regulations, standing orders, rules or bye-laws may be made by the Board for the safe custody of the Common Seal, and the same shall never be used except by the authority of the Board previously given, and then only in the

presence of and accompanied by the signature of two members of the Board and the Secretary. No person dealing with the Board shall be bound or concerned to see or inquire as to the authority under which any instrument is sealed or in whose presence.

34. The banking account shall be kept in the name of the Board, at such bank as the Board shall from time to time appoint.

35. Cheques shall be drawn, signed and endorsed in such manner and by such person or persons as the Board shall from time to time direct.

36. All moneys payable to the Board shall be received by the Treasurer or Treasurers, or such other officer or officers as the Board shall appoint to receive the same, who shall forthwith pay them in full into the Board's banking account. The receipt of the Treasurer or Treasurers or such other officer or officers shall be a sufficient discharge.

37. No payment shall be made without the order of the Board except payments on petty cash account, for which the Board may place at the disposal of the Secretary such sum as it thinks fit, not exceeding at any one time twenty pounds; and the Secretary shall make at such times as the Board may direct a return of all receipts, payments and liabilities on petty cash account.

38. The Board shall cause true accounts to be kept at its office, in such books and in such manner as it thinks fit, of all the receipts, credits, payments, assets and liabilities of the Board, and of each object or purpose in the management or administration of whose affairs the Board shall for the time being act, and of all other matters necessary for showing the true state and condition of the Board and of all the several departments thereof, and subject to any reasonable restrictions as to the time and manner of inspecting the said accounts which may be imposed by the Board in general meeting, the said accounts shall be open to the inspection of the members at all times during the usual business hours.

39. A balance sheet shall every year be prepared and submitted by the Board to the Conference, containing a summary of the assets and liabilities of the Board together with a statement, made up to the 31st December next preceding, of the income and expenditure of the Board since the last preceding statement, and a report on the work of the Board, and such balance sheet, statement and report shall be signed by the chairman and one other member of the Board.

40. A printed copy of such balance sheet, statement and report shall seven days at least before the meeting of the Conference at which it is to be received be sent to every member of the Board, and to the Archdeacons and Rural Deans, acting in and for the Diocese.

AUDITORS.

41. At the first meeting of the Board, and afterwards at the annual meeting, one or more auditors shall be appointed for the year, and the salary or remuneration, if any, of such auditor or auditors shall be fixed by the meeting, and paid out of moneys applicable to the general purposes of the Board. Such auditors shall be properly qualified accountants and neither of such auditors shall be members of the Board. Any casual vacancy shall be filled up by the Board or as the Board shall direct. Any auditor shall be eligible for re-election on quitting office. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, as to audit and auditors shall apply and be observed, the first general meeting being treated as the statutory meeting, the members of the Board as the shareholders and the members of the special council or committee (if any) of the Board, or (if the Board is constituted as a general committee of management), the members of the Board as the directors mentioned in those sections.

NOTICES.

42. Any notice required to be served by the Board upon a member may be served either personally or by leaving the same, or by sending it through the post in a prepaid letter addressed to the member at his registered place of abode. Any notice required to be served on the Board may be served either by leaving the same or sending it through the post in a prepaid letter addressed to the Secretary at the registered office of the Board.

INDEMNITY.

43. Every member of the Board and every officer for the time being of the Board, shall be indemnified out of the funds of the Board against all losses and expenses incurred in the discharge of his duties,

except such as shall happen through his own dishonesty, or wilful act, neglect or default, and each one shall be chargeable only for so much money or property as he shall himself actually receive for or in the discharge of the business of the Board, and each one shall be answerable only for his own acts, neglects or defaults, and not for those of any other person, nor for the insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties, unless the same shall happen through his own dishonesty, or wilful act, neglect or default.

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Signatures	Names, Addresses and Descriptions of Subscribers.
Lieut. E. B. Laddiman	- within Dists. Compton. archdeacon of Surrey.
G. Hulott	- The Croft, Woking Chartered Accountant.
Stanley Machin	- Cleeve - Weybridge manufacturer.
Paget M. Bowman	- Shere Rectory, Guildford - Rector of Shere.
Edwin Ireland	- The Vicarage, Grayshott - The Vicarage, Grayshott
Thomas Skene	- Albury Rectory, Guildford. Clerk - Holy Orders.
W. Sydney Dixon	- Surwastrey, Shaftesbury, Dorset. Barrister at Law.
J. du V. Branton	- Cobham Vicarage - Clerk in Holy Orders.
J. H. Wenham	- Witley Manor, Witley. Gentleman
Edw. Heath	- Dorking Vicarage, Surrey. Clerk in Holy Orders.
John West Husley	- Chorkhalk, Farnham Surrey Gentleman
E. J. Nanson	- Capperdon, Peaslake, Guildford Gentleman
Edmund H. Jackson	- Buthape, Puttenham, Guildford Esq.
L. E. Bailey	- Goosey, Worplesdon to Guildford K.B.E.

Signatures.	Names, Addresses and Descriptions of Subscribers.

Signatures.	Names, Addresses and Descriptions of Subscribers.

Dated this *3rd* day of *September*, 1927.

Witness to the above signatures:—

E. P. Wilson
Secretary
General Division Office
Rayas Bank Building
San Francisco

No. 225289



Certificate of Incorporation

I Hereby Certify, That the

GUILDFORD DIOCESAN BOARD OF FINANCE (the word "Limited" being omitted
by Licence of the Board of Trade)

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is
Limited.

(Given under my hand at London this twenty-second day of October, One

Thousand Nine Hundred and twenty-seven.

Fees and Deed Stamps £ 7. 0. 0

Stamp Duty on Capital £ Nil.

Registrar of Joint Stock Companies.

Certificate
received by)

L. J. Speneckley for S. Plum Leadhite & Neighbour

Date 24th Octr. 1927.



NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause